

EIGHTH

The Trustees are authorized to receive and to hold as part of the principal of said trust any additional property acceptable to them which may at any time hereafter be transferred to them by the Grantor or by any other person.

NINTH

The trust hereby created shall be a revocable trust and the Grantor shall have the power at any time and from time to revoke or amend the trust in whole or in part, by written instrument duly signed and acknowledged and annexed to this Indenture of Trust; and a copy of such instrument shall be delivered to Grantor's then acting co-trustee(s) hereunder.

TENTH

The trust hereby created shall be a New York Trust and shall in all respects be administered and construed in accordance with the laws of the State of New York.

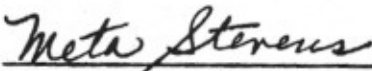
IN WITNESS WHEREOF the Grantor and the Trustees have hereunto set their respective hands and seals the day and year first above written.



SAM SHAW, Grantor and Trustee



EDITH MARCUS, Trustee

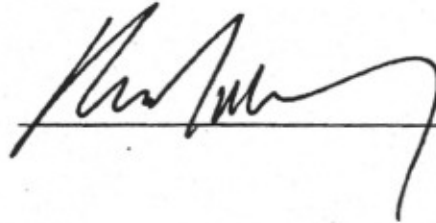


META STEVENS, Trustee

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On this 22 day of April, 1998 before me personally
appeared SAM SHAW, to me known and known to me to be the individual named in and
who executed the foregoing document both as Grantor and Trustee.

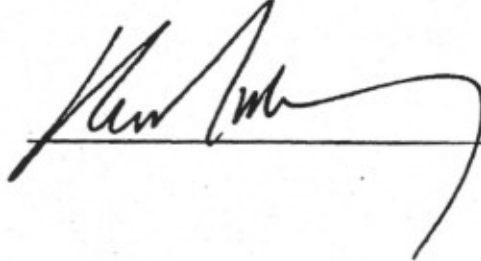
RAYMOND V. J. SCHRAG
Notary Public, State of New York
No. 31-4518348
Qualified in New York County
Term Expires ~~March 30, 1997~~
June 30, 1998



STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On this 22 day of, April, 1998 before me personally
appeared EDITH MARCUS, to me known and known to me to be the Trustee named in and
who executed the foregoing document.

RAYMOND V. J. SCHRAG
Notary Public, State of New York
No. 31-4518348
Qualified in New York County
Term Expires ~~March 30, 1997~~
June 30, 1998



STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On this 22 day of April, 1998 before me personally
appeared META STEVENS, to me known and known to me to be the Trustee named in and
who executed the foregoing document.

RAYMOND V. J. SCHRAG
Notary Public, State of New York
No. 31-4518348
Qualified in New York County
Term Expires ~~March 30, 1997~~
June 30, 1998



SCHEDULE A

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